

1 HELANE L. MORRISON (Cal. Bar No. 127752)
2 MARC J. FAGEL (Cal. Bar No. 154425)
3 CARY S. ROBNETT (Cal. Bar No. 160585)
4 ROBERT S. LEACH (Cal. Bar No. 196191)
5 leachr@sec.gov
6 ERIN E. SCHNEIDER (Cal. Bar No. 216114)
7 schneidere@sec.gov

8
9 Attorneys for Plaintiff.
10 SECURITIES AND EXCHANGE COMMISSION
11 44 Montgomery Street, Suite 2600
12 San Francisco, California 94104
13 Telephone: (415) 705-2500
14 Facsimile: (415) 705-2501

15
16 UNITED STATES DISTRICT COURT
17 NORTHERN DISTRICT OF CALIFORNIA
18 SAN JOSE DIVISION

19
20 SECURITIES AND EXCHANGE COMMISSION,
21 Plaintiff,
22 vs.
23 MAXIM INTEGRATED PRODUCTS, INC.,
24 Defendant.

CV 07 Case No.

6121

[PROPOSED] FINAL JUDGMENT AS TO
DEFENDANT MAXIM INTEGRATED
PRODUCTS, INC.

25 [PROPOSED] FINAL JUDGMENT AS TO DEFENDANT MAXIM INTEGRATED
26 PRODUCTS, INC.

27 The Securities and Exchange Commission having filed a Complaint and Defendant Maxim
28 Integrated Products, Inc. having entered a general appearance; consented to the Court's jurisdiction
over Defendant and the subject matter of this action; consented to entry of this Final Judgment
without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived
findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

FINAL JUDGMENT OF MAXIM INTEGRATED
PRODUCTS, INC.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently enjoined and restrained from, directly or indirectly, violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)] by:

1. employing any device, scheme, or artifice to defraud;
 2. obtaining money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
 3. engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser,

in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce, or by use of the mails.

III.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently enjoined and restrained from, directly or indirectly, violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder by:

1. employing any device, scheme, or artifice to defraud;
 2. making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
 3. engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

1 in connection with the purchase or sale of the securities of any issuer, by the use of any means or
2 instrumentality of interstate commerce, or of the mails, or of any facility of any national securities
3 exchange.

III.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently enjoined and restrained from violating Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1, 13a-11, and 13a-13 promulgated thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-1, 240.13a-11, and 240.13a-13] by failing, with respect to any issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the Exchange Act [15 U.S.C. § 78o], to file with the Commission such accurate and complete information, reports, and documents as are required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and the Commission's rules thereunder, including but not limited to, quarterly reports on Form 10-Q [17 C.F.R. § 249.308a] as prescribed by Commission Rule 13a-13 [17 C.F.R. § 240.13a-13], current reports on Form 8-K [17 C.F.R. § 249.308] as prescribed by Commission Rule 13a-11 [17 C.F.R. § 240.13a-11], and annual reports on Form 10-K [17 C.F.R. § 249.308] as prescribed by Commission Rule 13a-1 [17 C.F.R. § 240.13a-1], such information and documents to contain, in addition to such information as is expressly required to be included in a statement or report to the Commission, such further material information; if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading, as prescribed by Commission Rule 12b-20 [17 C.F.R. § 240.12b-20].

IV.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently enjoined and restrained from violating Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by failing, with respect to any issuer which has a class of securities registered pursuant

1 to Section 12 of the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the Exchange Act [15 U.S.C.
2 § 78o], to make or keep books, records or accounts, which, in reasonable detail, accurately and fairly
3 reflect the transactions and dispositions of the assets of the issuer.

4 V.

5 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's
6 agents, servants, employees, attorneys, and all persons in active concert or participation with them
7 who receive actual notice of this Final Judgment by personal service or otherwise are permanently
8 enjoined and restrained from violating Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. §
9 78m(b)(2)(B)] by failing, with respect to any issuer which has a class of securities registered pursuant
10 to Section 12 of the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the Exchange Act [15 U.S.C.
11 § 78o], to devise and maintain a system of internal accounting controls sufficient to provide
12 reasonable assurances that:

13 A. transactions are executed in accordance with management's general or specific
14 authorization;

15 B. transactions are recorded as necessary (i) to permit preparation of financial
16 statements in conformity with generally accepted accounting principles or any other criteria
17 applicable to such statements, and (ii) to maintain accountability for assets;

18 C. access to assets is permitted only in accordance with management's general or
19 specific authorization; and

20 D. the recorded accountability for assets is compared with the existing assets at
21 reasonable intervals and appropriate action is taken with respect to any differences.

22 VI.

23 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's
24 agents, servants, employees, attorneys, and all persons in active concert or participation with them
25 who receive actual notice of this Final Judgment by personal service or otherwise are permanently
26 restrained and enjoined from violating Section 14(a) of the Exchange Act [15 U.S.C. § 78n(a)] and
27 Rule 14a-9 promulgated thereunder [17 C.F.R. § 240.14a-9] by making or causing to be made
28 solicitations by means of a proxy statement, form of proxy, notice of meeting, or other

1 communication, written or oral, containing a statement which, at the time and in the light of the
2 circumstances under which it was made, was false or misleading with respect to any material fact, or
3 which omitted to state any material fact necessary in order to make the statements therein not false or
4 misleading or necessary to correct any statement in any earlier communication with respect to the
5 solicitation of a proxy for the same meeting or subject matter which has become false or misleading.

6 VII.

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
8 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall
9 comply with all of the undertakings and agreements set forth therein.

10 VIII.

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
12 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

13 IX.

14 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil
15 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

16
17 PRESENTED BY:

18 
19 Helene L. Morrison /
20 Marc J. Fagel
21 Cary S. Robnett
22 Robert S. Leach
23 Erin E. Schneider

24 Attorneys for Plaintiff
25 SECURITIES AND EXCHANGE COMMISSION
26 44 Montgomery Street, Suite 2600
27 San Francisco, California 94104
28 Telephone: (415) 705-2500
Fax: (415) 705-2501

1 APPROVED AS TO FORM:

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

John Foster, Esq.
Quinn Emanuel Urquhart & Hedges, LLP
50 California Street, 22nd Floor
San Francisco, California 94111
Telephone: 415.875.6600
ATTORNEY FOR DEFENDANT MAXIM INTEGRATED PRODUCTS, INC.

Dated this 23 day of January, 2007.

Ronald M. Whyte
UNITED STATES DISTRICT JUDGE